

ITEL

Itel Rail Corporation

55 Francisco Street
San Francisco, California 94133
(415) 984-4000

8673-E
AUG 20 1986 - 2 22 PM

August 28, 1986

INTERSTATE COMMERCE COMMISSION

Honorable Noretta R. McGee, Secretary
Interstate Commerce Commission
Washington, DC 20423

\$10.00 filing fee

Re: **Partially Restated Equipment Schedule to the 1977 Series 1 Equipment Trust Agreement dated as of July 30, 1986**

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in four (4) counterparts, is hereby submitted for filing and recording pursuant to 49 USC §11303(a), along with a check in the amount of \$10 covering the recordation fee.

*This one is
8673-E*

Please record this instrument under the 1977 Series 1 Equipment Trust Agreement dated January 1, 1977, which was filed with the ICC on January 24, 1977 and given Recordation No. 8673.

This instrument is being filed by Itel Rail Corporation, as successor in interest to SSI Rail Corporation and to Itel Rail Corporation, Rail Division, to restate in a single list the units of equipment listed in Schedule A of the Equipment Trust Agreement dated January 1, 1977, as earlier heretofore reported. The equipment covered is listed on Restated Schedule A to the enclosed instrument.

Once filed, please return to the bearer the stamped counterparts not required for filing purposes together with the fee receipt and a letter from the ICC acknowledging this filing.

Very truly yours,

Josie Villaflores
Josie Villaflores
Legal Assistant

JV:ps
Enclosure

No. *6-241 A038*
Date *AUG 29 1986*
Fee \$ *10.00*

ICC Washington, D.C.

100 OF 100 OF
THE STAMP OF
AUG 29 2 27 PM '86
MOTOR VEHICLE UNIT

Countersigned by H. H. H. H. H.

8673

8673-E
Filed 1426

AUG 29 1986 -2 22 PM

INTERSTATE COMMERCE COMMISSION

08/28/86

**PARTIALLY RESTATED EQUIPMENT SCHEDULE TO THE 1977 SERIES 1
EQUIPMENT TRUST AGREEMENT BETWEEN
FIRST SECURITY BANK OF UTAH, N.A., AS TRUSTEE, AND SSI RAIL CORPORATION**

PARTIALLY RESTATED EQUIPMENT SCHEDULE dated as of July 30, 1986, to the 1977 Series 1 Equipment Trust Agreement, dated as of January 1, 1977 ("1977 Series 1 Equipment Trust Agreement"), among **FIRST SECURITY BANK OF UTAH, N.A.**, as Trustee ("Trustee"), and **SSI RAIL CORPORATION**.

WHEREAS, Itel Rail Corporation, successor in interest to Itel Corporation and to SSI Rail Corporation, and First Security Bank of Utah, N.A., are parties to an Equipment Trust Agreement, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on January 24, 1977 and given recordation number 8673; and

WHEREAS, Schedule A of the 1977 Series 1 Equipment Trust Agreement sets forth the amount and reporting mark series of Trust Equipment (as defined in the 1977 Series 1 Equipment Trust Agreement); and

WHEREAS, certain supplements have been filed from time to time setting forth the new reporting marks of Trust Equipment that has been re-marked; and

WHEREAS, certain of the Trust Equipment has been destroyed; and

WHEREAS, the 1977 Series 1 Equipment Trust has been consolidated, amended and restated in the Consolidated, Amended and Restated Equipment Trust Agreement (the "ETC Modification Agreement") which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C 11303 on September 20, 1983 and given recordation number 14165; and

WHEREAS, Itel Rail Corporation, as successor in interest to SSI Rail Corporation, wishes to restate the columns labelled "Road Numbers" and "Units of Trust Equipment" on Schedule A to set forth the amount, car type and reporting marks of the Trust Equipment as of July 30, 1986.

NOW, THEREFORE, pursuant to the covenants and promises contained in the 1977 Series 1 Equipment Trust Agreement, Itel Rail Corporation agrees as follows:

1. Restated Schedule A, attached hereto, is inserted in place of the columns labelled "Road Numbers" and "Units of Trust Equipment" on Schedule A.

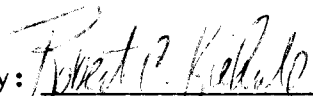
2. The only purposes of this instrument are to notify the Trustee in consolidated list as of July 30, 1986, of the already reported changes that have been made in the number of units of Trust Equipment covered by the 1977 Series 1 Equipment Trust Agreement and the changes in reporting marks thereof, and to restate Schedule A of the 1977 Series 1 Equipment Trust Agreement. This instrument is not an amendment and it does not otherwise affect the terms and conditions of the 1977 Series 1 Equipment Trust Agreement.

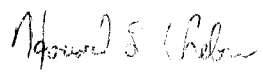
ITEL RAIL CORPORATION

(Seal)

Attest:

By:


Robert C. Kiehle
Vice President-Finance


Howard L. Chabner
Assistant Secretary

1977 SERIES 1 ETC SERIES TRUST
Filed Under I.C.C. Recordation No. 8673
on January 24, 1977

TRUST EQUIPMENT AS OF 7-30-86		NUMBER OF CARS	TYPE OF CAR
AN	2151-2201	51	XM
CAD	1001 - 1002	46	XM
CAD	1005		
CAD	1007 - 1008		
CAD	1013 - 1014		
CAD	1016-1019		
CAD	1024		
CAD	1030-1033		
CAD	1035		
CAD	1043-1045		
CAD	1048-1049		
CAD	1051		
CAD	1055		
CAD	1057-1060		
CAD	1063		
CAD	1065-1069		
CAD	1075-1078		
CAD	1080		
CAD	1083 - 1084		
CAD	1086		
CAD	1088		
CAD	1092-1094		
Total:		97	

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 28th day of August, 1986, before me personally appeared Robert C. Kiehnle, to me personally known, who being by me duly sworn, says that such person is Vice President-Finance of Itel Rail Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Josie Villaflores

Notary Public